

Executed in 10 counterparts
of which this is counterpart
no. 1.

RECORDATION NO. 5870 B Filed & Recorded

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INTERSTATE COMMERCE COMMISSION

SOUTHERN RAILWAY COMPANY

Equipment Trust No. 5 of 1970

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SUPPLEMENT

Dated as of October 1, 1970

To

EQUIPMENT TRUST AGREEMENT

Dated as of September 1, 1970

Between

MORGAN GUARANTY TRUST COMPANY OF NEW YORK

Trustee

and

SOUTHERN RAILWAY COMPANY

THIS SUPPLEMENTAL AGREEMENT, made and entered into as of October 1, 1970, between

MORGAN GUARANTY TRUST COMPANY OF NEW YORK, a New York corporation (the "Trustee"); and

SOUTHERN RAILWAY COMPANY, a Virginia corporation (the "Company");

W I T N E S S E T H: That

WHEREAS, by agreement (the "Agreement"), dated as of September 1, 1970, between the Trustee and the Company, there was constituted SOUTHERN RAILWAY EQUIPMENT TRUST NO. 5 of 1970; and

WHEREAS, the Agreement provides for the issuance and sale by the Trustee of not exceeding \$9,675,000 principal amount of Southern Railway Equipment Trust No. 5 of 1970 Equipment Trust Certificates (the "Certificates") which shall be either Certificates with dividend warrants attached, registrable as to principal, to be numbered from M-1 consecutively upward, or fully registered Certificates, to be numbered from R-1 consecutively upward; and

WHEREAS, the parties hereto wish to amend the Agreement to change the numbering series for the Certificates with dividend warrants attached, registrable as to principal, to Q-1 consecutively upward;

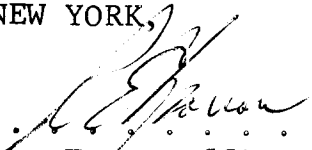
NOW, THEREFORE, in consideration of the premises, the parties hereto agree that the numbering series for the Certificates with dividend warrants attached shall be Q-1 consecutively upward, and that the Agreement is amended in all appropriate places to reflect this change.

This Supplemental Agreement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts shall together

constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed and duly attested, as of the day and year first above written.

MORGAN GUARANTY TRUST COMPANY
OF NEW YORK,
By


.....
Trust Officer.
R. E. Sparrow

ATTEST:


.....
Assistant Secretary.
M. J. THOMPSON

SOUTHERN RAILWAY COMPANY,
By


.....
K. A. Flower
.....
Vice President.

ATTEST:


.....
Assistant Secretary.

STATE OF NEW YORK)
) ss:
County of New York)

On this 16th day of NOVEMBER, 1970, before me personally appeared R. E. Sparrow, to me personally known, who, being by me duly sworn, says that he is a Trust Officer of Morgan Guaranty Trust Company of New York, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation pursuant to due corporate authority and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Frank Schlierf

FRANK SCHLIERF
NOTARY PUBLIC, State of New York
No. 60-3503450
Qualified in Westchester County
Certificate filed in New York County
Commission Expires March 30, 1971

DISTRICT OF COLUMBIA

On this 23 day of November, 1970, before me personally appeared K. A. Stocker, to me personally known, who, being by me duly sworn, says that he is a Vice President of SOUTHERN RAILWAY COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation pursuant to due corporate authority and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lawrence A. Huff

Lawrence A. Huff
Notary Public
in and for the District of Columbia

My commission expires June 30, 1972.